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Proposed Counsel for the Debtors

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

TGI Friday's Inc., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-80069-sgj11

(Jointly Administered)

**NOTICE OF DESIGNATION OF
WINNING BIDDER AND BACK-UP BIDDER**

PLEASE TAKE NOTICE that on November 11, 2024, TGI Friday's Inc. and its affiliated debtors and debtors in possession (each a "Debtor" and, collectively, the "Debtors"), in the above-captioned chapter 11 cases (the "Chapter 11 Cases"), filed the *Debtors' Emergency Motion for Entry of an Order Approving (I) Bidding Procedures, the Sale Timeline, and the Form and Manner of Notice Thereof; (II) Assumption and Assignment Procedures; and (III) Granting Related Relief* [Docket Nos. 138, 189] (the "Bidding Procedures Motion") with the United States Bankruptcy Court for the Northern District of Texas, Dallas Division (the "Court").

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number are: TGI Friday's Inc. (7117); TGI Friday's NY, LLC (2281); TGIF Holdings, LLC (7999); TGIF Midco, Inc. (7296); TGIF Parent, Inc. (1781); Burlington Towne Crossing, Inc. (7501); T G I Friday's of Greenbelt, Inc. (5617); T G I Friday's of Towson, Inc. (5450); T G I Friday's of Wisconsin, Inc. (7600); T.G.I. Friday's Marketing Advisory Council (6527); T.G.I. Friday's of Charles County, Inc. (3516); T.G.I. Friday's of Frederick County, Inc. (2547); T.G.I. Friday's of Harford County, Inc. (0072); T.G.I. Friday's of Washington County, Inc. (6174); TGI Friday's of Annapolis, Inc. (8315); TGI Friday's of Howard County, Inc. (0119); TGI Friday's of Rockville, Inc. (2004); TGI Friday's of Texas LLC (3931); TGI Friday's of the Rockies, Inc. (7885); TGIF/DFW Manager, LLC (N/A); TGIF/DFW Partner, LLC (N/A); TGIF/JDC Restaurant Development, LLC (N/A); WEBCO Products Incorporated (3014). The Debtors' service address is 19111 North Dallas Parkway, Suite 200, Dallas, TX 75287.

PLEASE TAKE FURTHER NOTICE that on November 20, 2024, the Court granted the Bidding Procedures Motion and entered the *Order Approving (I) Bidding Procedures, the Sale Timeline, and the Form and Manner of Notice Thereof; (II) Assumption and Assignment Procedures; and (III) Granting Related Relief* [Docket Nos. 197, 308] (the “Bidding Procedures Order”).²

PLEASE TAKE FURTHER NOTICE that, in accordance with the Bidding Procedures Order, on December 3, 2024, the Debtors filed the *Notice of Filing of Supplemental Order Approving (I) Bidding Procedures, The Sale Timeline, and the Form and Manner of Notice Thereof; (II) The Debtors’ Entry Into and Performance Under the Stalking Horse APA; (III) Assumption and Assignment Procedures; and (IV) Granting Related Relief* [Docket No. 280] (the “Stalking Horse Notice”), thereby notifying all parties in interest of the Debtors’ decision to select Sugarloaf Concessions LLC (“Sugarloaf”) to serve as the Stalking Horse Bidder and proposal to provide Sugarloaf with certain Bid Protections in accordance with the terms set forth in the Asset Purchase Agreement attached to the Stalking Horse Notice as Exhibit A (the “Stalking Horse APA”).

PLEASE TAKE FURTHER NOTICE that, in accordance with the Bidding Procedures Order, an Auction was held on December 27, 2024 with respect to substantially all of the Debtors’ assets, including certain liquor licenses.

PLEASE TAKE FURTHER NOTICE that, with respect to the assets subject to the Stalking Horse APA and pursuant to the terms of the Bidding Procedures Order and based on the results of the Auction, the Debtors have designated Mera Global, LLC as the Winning Bidder (the “Winning Bidder”) and Sugarloaf Concessions, LLC as the Back-Up Bidder (the “Back-Up Bidder”) in accordance with the Bidding Procedures Order. The winning bidders with respect to the Liquor Licenses (the “Winning License Bidders”) are listed on Exhibit A attached hereto.³

PLEASE TAKE FURTHER NOTICE that counsel for the parties are engaged in discussions and negotiations regarding the final form of APA to be consummated between the Debtors and the Successful Bidder and the final form of proposed Sale Order approving the sale of the Debtors’ Assets to the Successful Bidder. Prior to the Sale Hearing, the Debtors will file a notice on the docket of the Chapter 11 Cases with the final form of APA and the final form of proposed Sale Order attached as exhibits.

PLEASE TAKE FURTHER NOTICE that the Debtors will seek approval of the sale of their Assets to the Successful Bidder at a hybrid hearing (the “Sale Hearing”) on **January 2, 2025, at 9:30 a.m. Prevailing Central Time** before the Honorable Stacey G.C. Jernigan, U.S. Bankruptcy Judge for the Northern District of Texas, 1100 Commerce Street, Room 1428 (Courtroom #1) on the 14th Floor, Dallas, TX 75242. Parties who wish to participate in the Sale Hearing may do so in person OR virtually **via WEBEX**.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Bidding Procedures Order.

³ Capitalized terms used in this paragraph but not otherwise defined herein shall have the meanings ascribed to them in the Stalking Horse APA.

PLEASE TAKE FURTHER NOTICE that you may participate in the Sale Hearing in-person or via WebEx (by video or telephone via the Court's WebEx platform):

- **For WebEx Video Participation/Attendance:**
Link: <https://us-courts.webex.com/meet/jerniga>
- **For WebEx Telephonic Only Participation/Attendance:**
Dial-In: 1-650-479-3207; Access code: 2304 154 2638

PLEASE TAKE FURTHER NOTICE that the Sale Hearing will be conducted in a hybrid format: parties may make appearances in the courtroom or via WebEx; however, parties who will be offering evidence or participating in examination must make appearances in person in Judge Jernigan's courtroom. All parties who will be in attendance at the Sale Hearing, either in person or via WebEx, should sign in electronically on Judge Jernigan's webpage. The sign-in sheet may be found at the following: <https://www.txnb.uscourts.gov/electronic-appearances-5>.

PLEASE TAKE FURTHER NOTICE that any Objection to the Proposed Sale to the Successful Bidder must be filed with the Bankruptcy Court and served on the following parties no later than **December 30, 2024, at 4:00 p.m. Prevailing Central Time**: (a) counsel to the Debtors, Ropes & Gray LLP, 191 North Wacker Drive, 32nd Floor, Chicago, IL 60606 (Attn: Chris L. Dickerson (chris.dickerson@ropesgray.com) and Rahmon J. Brown (rahmon.brown@ropesgray.com)), and Foley & Lardner LLP, 2021 McKinney Avenue, Suite 1600, Dallas, Texas 75201 (Attn: Holland N. O'Neil (honeil@foley.com), Mark C. Moore (mmoore@foley.com), and Zachary C. Zahn (zzahn@foley.com)); (b) counsel to the DIP Lender, Norton Rose Fulbright US LLP, 2200 Ross Avenue, Suite 3600, Dallas, TX 75201 (Attn: Toby L. Gerber (toby.gerber@nortonrosefulbright.com), Kristian W. Gluck (kristian.gluck@nortonrosefulbright.com), and Jason I. Blanchard (jason.blanchard@nortonrosefulbright.com)); (c) counsel to FTI Consulting, Inc., in its capacity as the back-up manager, Kramer Levin Naftalis & Frankel, LLP, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Alexander Woolverton (awoolverton@kramerlevin.com), Andrew Pollack (apollack@kramerlevin.com), and Kelly Porcelli (kporcelli@kramerlevin.com)) and (d) counsel to any official committee appointed in the Chapter 11 Cases, including without limitation, proposed counsel to the Official Committee of Unsecured Creditors, Pachulski Stang Ziehl & Jones LLP, 780 Third Avenue, 34th Floor, New York, NY 10017 (Attn: Bradford J. Sandler (bsandler@pszjlaw.com), Robert J. Feinstein (rfeinstein@pszjlaw.com), Paul J. Labov (plabov@pszjlaw.com), and Theodore S. Heckel (theckel@pszjlaw.com)) (collectively, the "Notice Parties").

PLEASE TAKE FURTHER NOTICE that pursuant to the Bidding Procedures Order, the failure to timely file and serve an objection by the Objection Deadline shall be a bar to the assertion prior to, at the Sale Hearing, or thereafter, of any such objection to the Proposed Sale or the Debtors' consummation of the Proposed Sale.

PLEASE TAKE FURTHER NOTICE that copies of pleadings related to the proposed sale(s), including the Bidding Procedures Order approved by the Court in these Chapter 11 Cases and supporting papers, are available on the Debtors' website at <https://cases.stretto.com/TGIFridays/> or on the Court's website at <https://ecf.txnb.uscourts.gov/>.

You can request any pleading you need from (i) the noticing agent at: Stretto, 410 Exchange, Suite 100, Irvine, CA 92602, 888-838-7307 (toll-free), (TeamTGIFridays@stretto.com).

DATED: December 29, 2024

Respectfully submitted by:

/s/ Holland N. O'Neil

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- and -

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Proposed Counsel to the Debtors

CERTIFICATE OF SERVICE

I hereby certify that, on December 29, 2024, a true and correct copy of the foregoing document was served electronically by the Court's PACER system.

/s/ Zachary C. Zahn

Zachary C. Zahn

Exhibit A

Winning License Bidders

City	State	License Number	Winning License Bidder
Willow Grove	PA	R4423	Bulldog Capital
Oxford Valley	PA	R8636	Salvatore Gambone
Cerritos	CA	47-615296	Liquor License Auctioneer
Long Beach	CA	47-615299	Liquor License Auctioneer
Rosemead	CA	47-615304	Liquor License Auctioneer
Ladera	CA	47-615298	Liquor License Auctioneer
San Bernadino	CA	47-615305	Schick Construction
Rancho Cucamonga	CA	47-615302	Liquor License Auctioneer
Union City	CA	47-615308	Liquor License Auctioneer
West Covina	CA	47-615309	Liquor License Auctioneer